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Form PTO-1594

(Rev. 03/01)

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

101967359

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Fleet Capital Corporation

☐ Individual(s)☐ General Partnership☒ Corporation-State☐ Other☐ Association☐ Limited PartnershipAdditional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

☐ Assignment☐ Security Agreement☒ Other☐ Merger☐ Change of Name

Execution Date: December 17, 2001

2. Name and address of receiving party(ies)

Name: Virgo Acquisition Corp.

Internal

Address:

Street Address: 201 West Fourth Street

City: Sylacauga State: AL Zip: 35150

☐ Individual(s) citizenship☐ Association☐ General Partnership☐ Limited Partnership☒ Corporation-State Delaware☐ OtherIf assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/874746

B. Trademark Registration No.(s) 1682555;

1998487; 0186125; 2230960; 2266583;

2372023; 2163609

Additional number(s) attached ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Seth Traxler, Esq.

Internal Address: Kirkland & Ellis

Street Address: 200 E. Randolph Drive,

Suite 5300

City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 3.41).....\$ 215.00

☒ Enclosed☐ Authorized to be charged to deposit account

8. Deposit account number:

22-0440

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Seth Traxler

Name of Person Signing

Signature

January 18, 2002

Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01/31/2002 6T0W11 00000250 75874746

01 FC:481
02 FC:48240.00 OP
175.00 OPTRADEMARK
REEL: 002434 FRAME: 0557

Schedule A

VIGORO ACQUISITION CORP.

Trademarks

Trademark Name	Registration Number	Registered Owner
Gro-Tone	1682555	Vigoro Acquisition Corp.
Mag Pop	1998487	Vigoro Acquisition Corp.
Vigoro (Stylized)	186125	Vigoro Acquisition Corp.
Vigoro	2230960	Vigoro Acquisition Corp.
Vigoro	2266583	Vigoro Acquisition Corp.
Deep Green Whatever the Weather	2372023	Vigoro Acquisition Corp.
Vigoro Flower Design	2163609	Vigoro Acquisition Corp.

Trademark Applications

Trademark Name	Serial Number	Applicant
Bloom Master	75-874746	Vigoro Acquisition Corp.

TRADEMARK TRANSFER AND ASSIGNMENT

FOR VALUE RECEIVED, the undersigned, **FLEET CAPITAL CORPORATION**, a Rhode Island corporation, as collateral agent ("Assignor"), does hereby sell, assign, transfer and convey to **VIGORO ACQUISITION CORP.**, a Delaware corporation ("Assignee"), **without any representation or warranty by, or recourse to**, Assignor, all right, title and interest of Assignor in and to the trademarks listed on Schedule A attached hereto, arising under that certain Trademark Security Agreement, dated November 30, 2000, between Assignee and Assignor (as at any time amended, the "Trademark Security Agreement"), recorded December 1, 2000, on Reel No. 2186, Frame 558, United States Patent and Trademark Office, together with the goodwill of the business symbolized by the marks.

This Assignment intended to operate as a release of all liens and security interests conveyed by Assignee to Assignor pursuant to the terms of that certain Trademark Security Agreement, and to reassign to Assignee all of Assignor's right, title, and interest acquired pursuant to the terms of such Trademark Agreement.

IN WITNESS WHEREOF, Assignor has caused this Agreement to be signed and sealed by its duly authorized officers, on December 17, 2001.

FLEET CAPITAL CORPORATION,
as collateral agent

By: _____

Laura K. Glass

Title: _____

Vice President

STATE OF Georgia)
COUNTY OF Cobb)

BEFORE ME, the undersigned, a Notary Public in and for the county aforesaid, on this 17 day of December, 2001, personally appeared Laura K. Glass, to me known personally, and who, being by me duly sworn, deposes and says that ~~she~~ he is the Vice President of FLEET CAPITAL CORPORATION, a Rhode Island corporation, and that said instrument was signed by ~~him~~ on behalf of said corporation by authority of its Board of Directors, and said Vice President acknowledged said instrument to be the free act and deed of said corporation.

Kristen S. Papageorge
Notary Public
Executed on 12/17/02
My Commission Expires: 7/15/02

[NOTARIAL SEAL]

